



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation

RECORDATION NO. 22028-C FILED

JUL 10 '01 3:01 PM

SURFACE TRANSPORTATION BOARD

July 9, 2001

Ms. Taledia Stokes
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Ms. Stokes:

Please find enclosed, one (1) original and one (1) copy of the Memorandum of Amendment No. 2 to Schedule No. 001 To the Railroad Equipment Lease dated as of May 2, 2001, between the following parties:

Lessee:	West Tennessee Railroad 11 East Church Street Sea Bright, NJ 07760
Lessor:	Joseph Transportation Services, Inc. (formerly DJJ Transportation Services, Inc.) 300 Pike Street Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, (1) railcar, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Amendment No.2 to Schedule No. 001 To the Railroad Equipment Lease dated as of May 2, 2001 related to one (1) railcar bearing reporting marks TNMR 2149.

Please file this as a secondary document under the Recordation Number 22028-C, as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 22028 through 22028-B.

The filing fee for this document in the amount of \$28.00, is included in the enclosed check #15987. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500, ext. 239.

Sincerely,

Joseph Transportation Services, Inc.

Julie M. Woodard
Documentation Coordinator

Enclosures

RECORDATION NO. 22028-C FILED

JUL 18 '01 3:01 PM

**MEMORANDUM OF
AMENDMENT NO. 2 TO
SCHEDULE NO. 001 TO THE RAILROAD EQUIPMENT LEASE**

SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF AMENDMENT NO. 2 TO THE RAILROAD EQUIPMENT LEASE** ("Memorandum of Amendment No. 2") entered into this 2nd day of May, 2001, is intended to evidence the amendment dated as of May 2, 2001 (the "Amendment No. 2"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, an Delaware corporation ("Lessor"), and **WEST TENNESSEE RAILROAD**, a Tennessee corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the one (1) railcar described in Exhibit A attached hereto (the "Unit"). Lessee is renting from Lessor the Unit at the rentals and upon the terms and conditions provided in the Master Lease.

FURTHER, the Memorandum of Railroad Equipment Master Lease dated January 8, 1999, between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") on February 19, 1999 with Recordation No. 22028, a subsequent Memorandum of Amendment No. 1 dated May 6, 1999 was duly filed with the STB on June 1, 1999 with Recordation No. 22028-A and a subsequent Memorandum of Schedule No. 002 was duly filed with the STB on December 1, 1999 with Recordation No. 22028-B. This Memorandum of Lease Amendment No. 2 should receive Recordation No. ~~22686~~-C.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Amendment No. 2 on the date indicated below its signature.

**JOSEPH TRANSPORTATION
SERVICES, INC.**

By: 

Name: Kevin J. Purcell

Title: Vice President

Date: May 2, 2001

WEST TENNESSEE RAILROAD

By: 

Name: Bruce Hohorst

Title: President

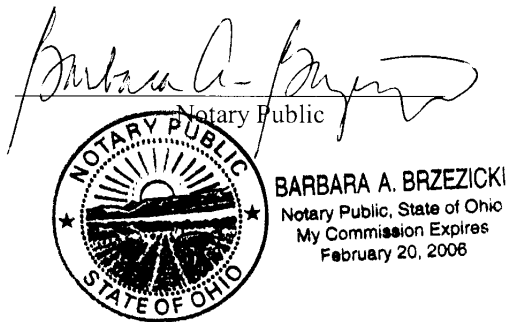
Date: 6/7/01

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 2nd day May, 2001, by Kevin J. Purcell, the Vice President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

My Commission expires:

February 20, 2006



STATE OF NEW JERSEY)
) SS:
COUNTY OF MONMOUTH)

The foregoing instrument was acknowledged before me this 4th day of June, 2001, by Bruce Hohorst, the President of West Tennessee Railroad, a Tennessee corporation, on behalf of the corporation.

My Commission expires:

[Signature]
Notary Public

DZINTRAL BRUSH
Notary Public of New Jersey
My Commission Expires March 31, 2004

EXHIBIT A

To the Memorandum of Amendment No. 2 dated May 2, 2001, between Joseph Transportation Services, Inc. and West Tennessee Railroad.

DESCRIPTION OF UNITS

One (1) railcar bearing reporting marks as follows:

TNMR 2149.